



A2Z INFRA ENGINEERING LIMITED

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DETAILS OF STOCK OPTIONS AS ON MARCH 31, 2022

Disclosures pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

As on March 31, 2022, the Company has the following Schemes as given below:

1. A2Z Employees Stock Option Plan, 2013 (“ESOP Plan, 2013 – Trench II”)
2. A2Z Employee Stock Option Plan, 2014 (“ ESOP Plan, 2014”)
3. A2Z Employee Stock Option Plan, 2013 (“ESOP Plan, 2013 - Re-grant I”)
4. A2Z Employee Stock Option Plan, 2014 (“ESOP Plan, 2014 - Re-grant I”)
5. A2Z Employee Stock Option Plan, 2018 (“ ESOP Plan, 2018 – Trench I and Trench II”)
6. A2Z Employee Stock Option Plan, 2013 (Re-grant II) (“ESOP Plan, 2013 - Re-grant II”)
7. A2Z Employee Stock Option Plan, 2014 (Re-grant II) (“ESOP Plan, 2014 - Re-grant II”)
8. A2Z Employee Stock Option Plan, 2018 (Re-grant I) (“ESOP Plan, 2018 - Re-grant I”)

Accordingly, the disclosures pertaining to stock options granted by the Company under the aforesaid Schemes and as required under the applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, are provided herein below.

A. Relevant disclosures in terms of the ‘Guidance note on accounting for employee share based payments issued by the ICAI or any other relevant accounting standards as prescribed from time to time:

Members may please refer to Note No. 27 of the Standalone Financial Statements of the Company for the Financial Year 2021-22.

B. Diluted Earnings per share (EPS) pursuant to issue of shares on exercise of options:

Employee Stock options are not considered to be dilutive based on the average market price of Ordinary Shares during the period.

Since there is a loss for the reporting period potential equity shares are not considered as dilutive and hence Diluted EPS is same as basic EPS.

C. Details related to Employees’ Stock Option Scheme:

i) The description including terms and conditions of ESOPs’ is summarized as under:

S.No.	Description	Details								
		ESOP Plan, 2013 (Trench II)	ESOP Plan, 2014	ESOP Plan, 2013 (Re-grant I)	ESOP Plan, 2014 (Re-grant I)	ESOP Plan, 2018 (Trench I)	ESOP Plan, 2018 (Trench II)	ESOP Plan, 2013 (Re-grant II)	ESOP Plan, 2014 (Re-grant II)	ESOP Plan, 2018 (Re-grant I)
a.	Date of shareholders’ approval	28.09.2013	27.09.2014	28.09.2013	27.09.2014	29.09.2018	29.09.2018	28.09.2013	27.09.2014	29.09.2018
b.	Total no. of options approved under the scheme	19,05,000	45,00,000	7,88,000	9,72,000	38,00,000	12,00,000	1,05,000	9,93,000	3,50,000

c.	Vesting Requirements	The entire granted stock options shall vest 30% on the first anniversary, 30% on the second anniversary and 40% on the third anniversary of the grant date.				The entire granted stock options shall vest 30% on the first anniversary, 30% on the second anniversary and 40% on the third anniversary of the grant date.	The entire granted stock options shall vest 50% on the first anniversary and 50% on the second anniversary of the grant date.	The entire granted stock options shall vest 30% on the first anniversary, 30% on the second anniversary and 40% on the third anniversary of the grant date.			
d.	Exercise Price or Pricing Formula	INR 19.95 each which is BSE closing market price on July 02, 2014 (i.e. previous trading day of the grant date)	INR 15.50 each which is NSE closing market price on July 03, 2015 (i.e. previous trading day of the grant date)	INR 36.90 each which is NSE closing market price on August 16, 2017 (i.e. previous trading day of the grant date)	INR 10.00 each which is face value of the shares of the Company						
e.	Maximum term of options granted	8 years	8 years	8 years	8 years	8 years	7 years	8 years	8 years	8 years	
f.	Source of shares	Primary	Primary	Primary	Primary	Primary	Primary	Primary	Primary	Primary	
g.	Variation in terms of option	None	None	None	None	None	None	None	None	None	

ii) Method used to account for the Schemes

The fair value at grant date has been determined using the Black- Scholes model which takes into account the variables such as volatility, risk free rate, expected dividend yield, expected option life, market price and exercise price for the calculation of fair value of the option. The total employee compensation cost as per fair value method for the financial year 2021-22 is INR 20.93 Lakh (2020-21 - INR 103.19 Lakh) and INR 4.53 Lakh (2020-21 - INR 26.19 Lakh) for group entities.

- iii) Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the Company shall be disclosed.

Not Applicable

iv) Option movement during the year

S.No.	Description	Details								
		ESOP Plan, 2013 (Trench II)	ESOP Plan, 2014	ESOP Plan, 2013 (Re-grant I)	ESOP Plan, 2014 (Re-grant I)	ESOP Plan, 2018 (Trench I)	ESOP Plan, 2018 (Trench II)	ESOP Plan, 2013 (Re-grant II)	ESOP Plan, 2014 (Re-grant II)	ESOP Plan, 2018 (Re-grant I)
a.	Options outstanding at the beginning of the year	2,67,500	14,35,000	7,88,000	2,27,000	35,00,000	12,00,000	NIL	NIL	NIL
b.	Options granted during the year	NIL	NIL	NIL	NIL	NIL	NIL	1,05,000	9,93,000	3,50,000
c.	Options forfeited/lapsed/expired during the year	5,500	NIL	NIL	40,000	50,000	NIL	20,000	43,000	1,30,000
d.	Options vested during the year	NIL	NIL	NIL	NIL	13,80,000	6,00,000	NIL	NIL	NIL
e.	Options exercised during the year	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f.	Number of shares arising as a result of exercise of option	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
g.	Money realized by exercise of options (INR), if scheme is implemented directly by the Company	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
h.	Loan repaid by the trust during the year from exercise price	Not Applicable								

	received									
i.	Options outstanding at the end of the year	2,62,000	14,35,000	7,88,000	1,87,000	34,50,000	12,00,000	85,000	9,50,000	2,20,000
j.	Options exercisable at the end of the year	2,62,000	14,35,000	7,88,000	1,87,000	34,50,000	12,00,000	NIL	NIL	NIL

v) **Weighted average exercise prices and weighted average fair values of options disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock**

S. No.	Description	Details								
		ESOP Plan, 2013 (Trench II)	ESOP Plan, 2014	ESOP Plan, 2013 (Re-grant I)	ESOP Plan, 2014 (Re-grant I)	ESOP Plan, 2018 (Trench I)	ESOP Plan, 2018 (Trench II)	ESOP Plan, 2013 (Re-grant II)	ESOP Plan, 2014 (Re-grant II)	ESOP Plan, 2018 (Re-grant I)
(In INR)										
1.	Weighted average exercise prices of options granted	19.95	15.50	36.90	36.90	10.00	10.00	10.00	10.00	10.00
2.	Weighted average fair values of options granted on the date of grant	14.52	11.15	24.81	24.81	6.09	12.81	5.11	5.11	5.11

For all the above ESOP Plans, Weighted average exercise prices and weighted average fair values of options exercise price either equals or exceeds or is less than the market price of the Stock.

vi) **Employee-wise details of options granted to:**

a. Senior Management Personnel

S.No.	Name of Managerial Personnel	Designation	ESOP Plan, 2013 (Trench II)	ESOP Plan, 2014	ESOP Plan, 2013 (Re-grant I)	ESOP Plan, 2014 (Re-grant I)	ESOP Plan, 2018 (Trench I)	ESOP Plan, 2018 (Trench II)	ESOP Plan, 2014 (Re-grant II)
1.	Mr. Rajesh Jain	Whole-Time Director cum CEO till November 15, 2021 and Director of A2Z Powercom Ltd. w.e.f. November 11, 2021	4,00,000*	10,00,000*	4,00,000*	--	15,00,000*	12,00,000*	--

